

B1 (Official Form 1) (04/13)

United States Bankruptcy Court District of New Jersey		Voluntary Petition			
Name of Debtor (if individual, enter Last, First, Middle): Cloudeeva, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FDBA Systems America, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 51-0355326		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):			
Street Address of Debtor (No. & Street, City, and State): 104 Windsor Center Drive Suite 300 East Windsor, NJ 08520		Street Address of Joint Debtor (No. & Street, City, and State):			
		ZIP CODE			
County of Residence or of the Principal Place of Business: Mercer		County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):			
		ZIP CODE			
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box.)		Nature of Business (Check one box.)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)	
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>).		Chapter 11 Debtors Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information				THIS SPACE IS FOR COURT USE ONLY	
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Cloudeeva, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Rider	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment) _____			
(Address of landlord) _____			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Cloudeeva, Inc.
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ (Signature of Debtor)</p> <p>X _____ (Signature of Joint Debtor)</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ (Date)</p>
Signature of Attorney* <p>X <u>/s/ Kenneth A. Rosen</u> Signature of Attorney for Debtor(s)</p> <p>Kenneth A. Rosen Jeffrey D. Prol Printed Name of Attorney for Debtor(s)</p> <p>Lowenstein Sandler LLP Firm Name</p> <p>65 Livingston Avenue Roseland, NJ 07068 Address</p> <p>(973) 597-2500 Fax:(973) 597-2400 Telephone Number</p> <p>July 21, 2014 Date</p>		Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ (Printed Name and title, if any, of Bankruptcy Petition Preparer)</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ (Address)</p> <p>X _____ (Date)</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

RIDER TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by the Affiliate of the Debtor:

On July 21, 2014, each of the affiliated Debtors below filed a Petition in the United States Bankruptcy Court for the District of New Jersey for relief under title 11 of the United States Code.

Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their Chapter 11 Cases for administrative purposes only.

Cloudeeva, Inc. (a Delaware corporation)

Cloudeeva, Inc. (a Florida corporation)

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of New Jersey**

In re **Cloudeeva, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
S&T AG Industriezeile 25 A-4021 Linz - Vorstand	Richard Neuwrith S&T AG Industriezeile 25 A-4021 Linz - Vorstand	Break Up Fee	Disputed	1,621,792.00
Loeb & Loeb LLP 345 Park Avenue #18 New York, NY 10154	Eugene Licker Loeb & Loeb LLP 345 Park Avenue #18 New York, NY 10154	Legal Services	Disputed	666,862.00
American Express PO Box 1270 Newark, NJ 07101-1270	American Express PO Box 1270 Newark, NJ 07101-1270	Trade Debt	Unliquidated	284,014.82
United Healthcare Insurance Co. 22703 Network Place Chicago, IL 60673-1227	United Healthcare Insurance Co. 22703 Network Place Chicago, IL 60673-1227	Health Care Services	Unliquidated	204,861.72
Aramino McKenna 12667 Alcosta Boulevard Suite 500 San Ramon, CA 94583	Scott Copeland Aramino McKenna 12667 Alcosta Boulevard Suite 500 San Ramon, CA 94583	Audit & Tax Services	Contingent	200,000.00
Ernst & Young 303 Almaden Boulevard, 1000 San Jose, CA 95110-2723	Kailesh Karavadra Ernst & Young 303 Almaden Boulevard, 1000 San Jose, CA 95110-2723	Trade Debt	Disputed	148,000.00
Taylor Wessing Schwarzenbergplatz 7 1030 Vienna Austria	Lars Luessmann Taylor Wessing Schwarzenbergplatz 7 1030 Vienna Austria 43-1-716-55-0	Legal Services	Disputed	112,286.00

B4 (Official Form 4) (12/07) - Cont.
In re Cloudeeva, Inc.

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
CMS Reich-Rohrwig Hainz Rechtsanwaite GmbH Guaermannngasse 2 1010 Vienna Austria	Thomas Hammerl CMS Reich-Rohrwig Hainz Gauermannngasse 2 1010 Vienna Austria Thomas.Hamerl@cms-rrh.com	Trade Debt	Disputed	99,731.00
Norris, McLaughlin & Marcus 721 Route 202-206 PO Box 5933 Bridgewater, NJ 08807-5933	Kenneth Meskin Norris, McLaughlin & Marcus 721 Route 202-206 PO Box 5933 Bridgewater, NJ 08807-5933 908-722-0700	Legal Services	Disputed	73,823.41
Centrprise Corp. 55 Carter Drive, Suite 216 Edison, NJ 08817	Vishal Pradhan Centrprise Corp. 55 Carter Drive, Suite 216 Edison, NJ 08817	Trade Debt	Unliquidated	58,734.00
DataLink Software Consultants 4745 North 77th Street Suite 200 Phoenix, AZ 85014	DataLink Software Consultants 4745 North 77th Street Suite 200 Phoenix, AZ 85014	Trade Debt	Disputed	50,400.00
McManis Faulkner Fairmont Plaza 10th Floor 50 West San Fernando Street San Jose, CA 95113	James McManis McManis Faulkner Fairmont Plaza 10th Floor San Jose, CA 95113	Litigation Services	Disputed	48,480.00
Abacus Software Tech 1900 Century Boulevard Suite 8 Atlanta, GA 30345	Abacus Software Tech 1900 Century Boulevard Suite 8 Atlanta, GA 30345	Trade Debt	Unliquidated	45,560.00
Atria Solutions 2665 Villa Creek Drive Suite 208 Dallas, TX 75234	Atria Solutions 2665 Villa Creek Drive Suite 208 Dallas, TX 75234	Trade Debt	Unliquidated	38,304.00
Sathram Corporation 5 Independence Way Suite 300 Princeton, NJ 08540	Sathram Corporation 5 Independence Way Suite 300 Princeton, NJ 08540	Trade Debt	Unliquidated	37,152.00
ZSL, Inc. 85 Lincoln Highway Edison, NJ 08820	Lawrence Naresh ZSL, Inc. 85 Lincoln Highway Edison, NJ 08820	Trade Debt	Unliquidated	35,840.00
Human Resources & Knowledge Inc. 200 Middlesex Essex Turnpike Suite 306B Iselin, NJ 08830	Ravi Human Resources & Knowledge Inc. 200 Middlesex Essex Turnpike Suite 306B Iselin, NJ 08830	Trade Debt	Disputed	34,740.00

B4 (Official Form 4) (12/07) - Cont.
In re Cloudeeva, Inc.

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Serenity Infotech Inc. 950 Scales Road Suite 104 Suwanee, GA 30024	Priti Sarda Serenity Infotech Inc. 950 Scales Road Suite 104 Suwanee, GA 30024	Trade Debt	Unliquidated	34,104.00
Idea Solutions Inc. 2099 Gateway Place Suite 340 San Jose, CA 95110	Subbu Idea Solutions Inc. 2099 Gateway Place Suite 340 San Jose, CA 95110	Trade Debt	Unliquidated	32,648.00
Data Aixsys, Inc. 258 Oak Tree Road Tappan, NY 10983	Accounts Receivable Data Aixsys, Inc. 258 Oak Tree Road Tappan, NY 10983 201-210-2000	Trade Debt	Unliquidated	32,209.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date July 21, 2014

Signature /s/ Adesh Tyagi
Adesh Tyagi
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of New Jersey**

In re **Cloudeeva, Inc.**

Case No. _____

Debtor

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Cloudeeva, Inc. (a Florida corporation) 2633 Camino Ramon Suite 455 San Ramon, CA 94583	Common Stock		100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date July 21, 2014

Signature /s/ Adesh Tyagi

**Adesh Tyagi
Chief Executive Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court
District of New Jersey**

In re **Cloudeeva, Inc.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Cloudeeva, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Cloudeeva, Inc.
(a Florida corporation)
2633 Camino Ramon
Suite 455
San Ramon, CA 94583

None [Check if applicable]

July 21, 2014

Date

Kenneth A. Rosen

Kenneth A. Rosen
Jeffrey D. Prol
Signature of Attorney or Litigant
Counsel for Cloudeeva, Inc.
Lowenstein Sandler LLP
65 Livingston Avenue
Roseland, NJ 07068
(973) 597-2500 Fax:(973) 597-2400

**ACTION BY WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
CLOUDEEVA, INC.**

Dated: July 21, 2014

The undersigned, being members of the Board of Directors (the "Board") of Cloudeeva, Inc., a Delaware Corporation (the "Company") hereby consent to the following actions and adopt the following resolutions as of the date hereof:

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services; and

WHEREAS, the Board has received, reviewed, and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, IT IS:

RESOLVED that, in the judgment of the Board having reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services that it is desirable and in the best interests of the Company, and its creditors, members, and other interested parties, that a voluntary petition be filed by the Company and certain affiliates under the provisions of Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case");

RESOLVED FURTHER that Adesh Tyagi, Chief Executive Officer, or such other officer authorized by the Board of Directors from time to time, each of which officers being an ("Authorized Person") and all being the ("Authorized Persons") are hereby authorized, empowered and directed, in the name and on behalf of each of the Corporations, to execute and verify petitions under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time or in such other jurisdiction as such Authorized Person executing the same shall determine;

RESOLVED FURTHER that the law firm of Lowenstein Sandler LLP be employed as counsel to the Company to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including, the preparation of pleadings and filings in connection with the Chapter 11 Case; the Authorized Persons of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately

upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain services of Lowenstein Sandler LLP;

RESOLVED FURTHER, that Kurtzman Carson Consultants ("KCC") be retained as claims and noticing agent to the Company on such terms and conditions as may be agreed to in the name and on behalf of the Company;

RESOLVED FURTHER, that the Authorized Persons of the Company be, and hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary or advisable to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and in connection therewith, the Authorized Persons of the Company are hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER, that the Authorized Persons are, and any one of them acting alone is, hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of the Company, as may be necessary or advisable for the Company to obtain post-petition financing including, without limitation, from Prestige Capital Corporation pursuant to terms substantially as set forth in the draft Debtor-In-Possession Factoring Agreement ("Factoring Agreement") distributed to the Directors, and to take such other action, as may be directed by an Authorized Person in connection with the consummation of such transactions all on such terms as the Authorized Persons deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that the granting by the Company of liens on and security interests in any collateral in connection with the transactions contemplated by the foregoing resolutions, and the filing and recording of any Uniform Commercial Code financing statements or any other document necessary to perfect each of the security interest contemplated thereby, or to renew, maintain or preserve such perfected security interest, be, and they hereby are, authorized and approved in all respects and the Authorized Persons are, or any one of them acting alone is, hereby authorized and directed to execute and deliver any such other collateral documents or instruments, each as the Authorized Persons executing same shall deem necessary or appropriate, and to take such actions as may be necessary or advisable to consummate the transactions contemplated thereby;

RESOLVED FURTHER, that the Authorized Persons are, and any one of them acting alone is, hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deeds, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Persons, and any of them, may deem necessary or advisable in connection with any financing arrangement or the sale of assets, and the transactions

contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof;

RESOLVED FURTHER, that all of the acts and transactions taken by the Authorized Persons, officers of the Company, other management or the Board, in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified;

RESOLVED FURTHER that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

IN WITNESS WHEREOF, the undersigned Directors have executed this written consent as of the date first written above.

CLOUDEEVA, INC.


By: Adesh Tyagi
Chief Executive Officer and Chairman